

2015

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Recommended Citation

Jennifer S. Fan, *Coming of Age: Innovation Districts and the Role of Law Schools*, 22 CLINICAL L. REV. 91 (2015), <https://digitalcommons.law.uw.edu/faculty-articles/598>

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COMING OF AGE: INNOVATION DISTRICTS AND THE ROLE OF LAW SCHOOLS

JENNIFER S. FAN*

New urban models, dubbed “innovation districts” are gaining traction in entrepreneurial-focused areas across the United States. This article begins by defining what innovation districts are. It then examines the potential role that law schools, together with technology transfer offices (offices that help to commercialize the research of faculty and researchers), can play as innovation cultivators within such districts. Specifically, it looks at three potential models that law schools can consider when contemplating a relationship with the technology transfer office within a university. Integrating a clinic and technology transfer office within an innovation district does not come without its challenges, however. Accordingly, this article will suggest ways for transactional law clinics to overcome such obstacles and establish a robust relationship with technology transfer offices. The collaboration between these two innovation cultivators, in turn, will benefit not only the law schools and technology transfer offices, but the innovation districts as well. Ultimately, transactional law clinics and technology transfer offices can play a significant role by providing technical and legal know-how to innovation districts.

INTRODUCTION

For many years, Silicon Valley was the epicenter of all new technological developments.¹ Whenever a city makes inroads in the technology scene, comparisons to Silicon Valley are inevitable.² To many,

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¹ See MANUEL CASTELLS & PETER HALL, *TECHNOPOLES OF THE WORLD: THE MAKING OF THE 21ST CENTURY INDUSTRIAL COMPLEXES* 12-28 (1994).

² See Emily Parkhurst, *Is Seattle the Next Silicon Valley? Is Anyone Else Tired of that Question?*, PUGET SOUND BUS. J. (Feb. 18, 2014, 11:15 AM), http://www.bizjournals.com/seattle/blog/techflash/2014/02/is-seattle-the-next-silicon-valley-is.html?ana=e_tf&s=newsletter&ed=2014-02-18&page=all.

sprawling campuses in suburban alcoves set the gold standard³ for building “an *innovation ecosystem*—a synergistic relationship between people, firms and place (the physical geography of the district) that facilitates idea generation and accelerates commercialization.”⁴

Now, however, the Silicon Valley-type campuses are no longer the norm. Instead, innovation districts⁵ are gaining traction. This article argues that law school clinics can play a critical role in these innovation districts developing across the United States. In light of the recent rise of transactional law clinics in the entrepreneurship and innovation space, this article focuses on the potential synergy between technology transfer offices and transactional law clinics, and the effect transactional law clinics can have on the innovation ecosystem as a result of that particular collaboration. While this article examines what transactional law clinics can bring to innovation districts, clinics in other practice areas can also find a place within these new urban configurations. As law schools become part of the conversation regarding innovation districts, they should keep in mind the accompanying and varied legal needs that will undoubtedly follow in the wake of embarking upon such an endeavor.

In Part I, the article defines what an innovation district is, the types of innovation districts that exist, and the characteristics of innovation districts generally. Part II identifies the ways in which transactional law clinics can play a meaningful role as these innovation districts develop, particularly in relation to technology transfer offices at universities. In Part III, the article discusses the challenges that should be considered when integrating the work of technology transfer offices and clinics within an innovation district. Part IV outlines strategies to address challenges and concerns. Finally, Part V offers concluding remarks.

³ See Castells, *supra* note 1, at 27-28. See also Nate Berg, *Fighting Job Sprawl*, THE ATLANTIC CITYLAB (Dec. 13, 2011), <http://www.citylab.com/work/2011/12/fighting-job-sprawl/713/>.

⁴ BRUCE KATZ & JULIE WAGNER, BROOKINGS INST., THE RISE OF INNOVATION DISTRICTS: A NEW GEOGRAPHY OF INNOVATION IN AMERICA 2 (2014), <http://www.brookings.edu/~media/Programs/metro/Images/Innovation/InnovationDistricts1.pdf>. [hereinafter INNOVATION DISTRICTS (FULL REPORT)].

⁵ A recent report from the Brookings Institution documents the use of innovation districts:

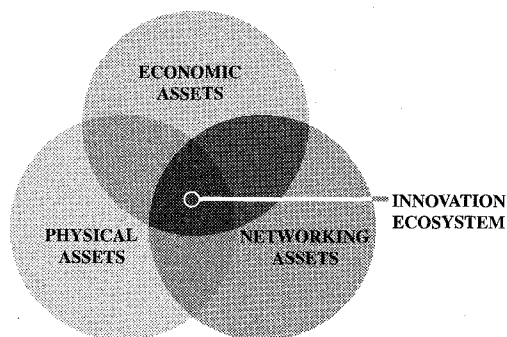
In recent years, a rising number of innovative firms and talented workers are choosing to congregate and co-locate in compact, amenity-rich enclaves in the cores of central cities. Rather than building on green-field sites, marquee companies in knowledge-intensive sectors are locating key facilities close to other firms, research labs, and universities so they can share ideas and practice “open innovation.”

Id. at 1.

I. INNOVATION DISTRICTS

Innovation districts are “geographic areas where leading-edge anchor institutions and companies cluster and connect with start-ups, business incubators and accelerators. They are also physically compact, transit-accessible, and technically-wired and offer mixed-use housing, office, and retail.”⁶ They vary across different regional economies in terms of type, size, avenues for growth, urban form, density, and level of formality from a geographic and institutional perspective.⁷ However, innovation districts all have economic, physical, and networking assets.⁸

Similar to open innovation between firms, innovation districts are experiencing the breakdown of traditional boundaries, making the process of innovation more porous between the public and private realms. Ideas . . . can be brainstormed in wired, public spaces, advanced in shared work spaces, prototyped in private technology labs, and tested on public streets.⁹



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⁶ “Innovation districts” are defined by The Brookings Institution:

A new complementary urban model is now emerging, giving rise to what we and others are calling “innovation districts.”

...

Innovation districts are the manifestation of mega-trends altering the location preferences of people and firms and, in the process, re-conceiving the very link between economy shaping, place making and social networking. . . .

...

Instead of inventing on their own in real or metaphorical garages, an array of entrepreneurs are starting their companies in collaborative spaces, where they can mingle with other entrepreneurs and have efficient access to everything from legal advice to sophisticated lab equipment. . . .

Led by an eclectic group of institutions and leaders, innovation districts are emerging in . . . cities and metropolitan areas in the [U.S.] and abroad.

Id.

⁷ *See id.*

⁸ *See id.* at 2.

⁹ *Id.* at 9.

¹⁰ BRUCE KATZ & JULIE WAGNER, BROOKINGS INST., THE RISE OF INNOVATION DIS-

Economic assets are divided into the categories of “innovation drivers, innovation cultivators, and neighborhood-building amenities.”¹¹ Innovation drivers include a subset of industries,¹² universities, entrepreneurs and a mixing of firms.¹³ Innovation cultivators are defined as the “companies, organizations, or groups that support the growth of individuals, firms, and their ideas. They include incubators, accelerators, proof-of-concept centers, tech transfer offices, shared working spaces, and local high schools, job training firms, and community colleges advancing specific skill sets for the innovation-driven economy.”¹⁴ Legal counsel, patent attorneys, and venture capital firms review project concepts to determine their future value.¹⁵ Neighborhood-building amenities include services, such as restaurants and coffee shops, for residents and workers in a district which then “activate district streets and public spaces, inviting a mix of people to shop, browse, and mingle.”¹⁶

Physical assets are comprised of assets in the public realm (such as streets, plazas and parks), or private realm (such as privately-owned building and spaces—micro-housing¹⁷), that “knit the district together and/or tie it to the broader metro area.”¹⁸ In order to accomplish the latter, strategies such as investing in infrastructure include “broadband, transit, bike, and pedestrian paths.”¹⁹ For example, when broadband is introduced into nearby, low-income neighborhoods, it can help address the problem of the digital divide between wealthy and poor neighborhoods.²⁰

Networking assets “are important sources of new or critical infor-

TRICTS: A NEW GEOGRAPHY OF INNOVATION IN AMERICA 3 (last visited May 19, 2015) <http://www.brookings.edu/~media/Programs/metro/Images/Innovation/InnovationDistricts2.pdf> [hereinafter KATZ & WAGNER, INNOVATION DISTRICTS (FEATURE)].

¹¹ KATZ & WAGNER, INNOVATION DISTRICTS (FULL REPORT), *supra* note 4, at 11.

¹² These subset of industries include the following: “[h]igh-value, research oriented sectors such as applied sciences . . . and the burgeoning ‘app economy’”; “[h]ighly creative fields such as industrial design, graphic arts, media, architecture, and a growing hybrid of industries that merge tech with creative and applied design fields”; and “[h]ighly specialized, small batch manufacturing such as advanced textile production and small artisan-oriented manufacturing.” *Id.*

¹³ “Larger laboratories, for example, may stimulate spin-offs considered irrelevant to the lab’s overall business objectives, while smaller labs can create demand for specialized services that lower the entry costs for others in the market.” *Id.*

¹⁴ *Id.*

¹⁵ *See id.*

¹⁶ *Id.* at 12.

¹⁷ “These units offer smaller private spaces (typically 300 to 600 square feet) and access to larger public spaces such as co-working spaces, entertainment spaces, and common eating areas.” *Id.*

¹⁸ *Id.* at 13.

¹⁹ *Id.*

²⁰ *See id.*

mation for new discoveries; they encourage experimentation and are a testing ground for ideas; they help firms acquire resources; they strengthen trust and collaboration within and across sectors; and they help firms enter new markets including global markets.”²¹ Silicon Valley exemplifies this category of assets.

Together with a supportive, risk-taking culture, the three aforementioned assets create an innovation ecosystem. There are three models of innovation districts: (1) the “anchor plus” model, (2) the “re-imagined urban area” model, and (3) the “urbanized science park” model.²² Each model will be discussed in turn.

A. “Anchor Plus” Model

The “anchor plus” model has the following attributes: (1) existence of anchor institution(s),²³ (2) located in downtowns and midtowns of cities, and (3) found in mixed-use developments. Examples of anchor institutions are Kendall Square in Cambridge,²⁴ University City in Philadelphia,²⁵ and the Cortex district in St. Louis.²⁶ In the case of Kendall Square, it is anchored by the Massachusetts Institute of Technology (“MIT”) and can access Harvard, Mass General and other research and medical institutions by transit.²⁷ MIT used university-owned land to support university/industry partnerships and commercialization of ideas beginning in the late 1950s.²⁸ This, in turn, spurred the growth of a life sciences/pharmaceutical cluster of national significance as well as the development of “hundreds of small firms.”²⁹ Now, the focus is to create a lively residential district with accompanying amenities in Cambridge.³⁰ “Since 2005 nearly 1,000 new housing units have been built in this area, as well as many new restaurants and retail outlets.”³¹

²¹ *Id.*

²² *Id.* at 2-3.

²³ These anchor institutions have “a rich base of related firms, entrepreneurs and spin-off companies involved in the commercialization of innovation.” *Id.* at 2. They are defined as “research universities and research-oriented medical hospitals with extensive R&D.” *Id.* at 26 n.1.

²⁴ The tremendous growth in Kendall Square is due to the presence of MIT and neighboring institutions, like Mass General Hospital. *See id.* at 2-3.

²⁵ The University of Pennsylvania, Drexel University and the University City Science Center anchor University City. *See id.* at 3.

²⁶ Washington University, Saint Louis University and Barnes Jewish Hospital anchor St. Louis. *See id.*

²⁷ *See* KATZ & WAGNER, INNOVATION DISTRICTS (FEATURE), *supra* note 10, at 15.

²⁸ *See id.*

²⁹ *Id.*

³⁰ *See id.*

³¹ *Id.*

B. “Re-imagined Urban Area” Model

The “re-imagined urban area” model has the following attributes: (1) transformation of industrial or warehouse districts along or near waterfront,³² (2) nearby high rent cities, and (3) the presence of anchor companies and research institutions.³³ Boston’s South Waterfront, San Francisco’s Mission Bay, and Seattle’s South Lake Union area are all listed as examples of this model.³⁴

Several factors led to the emergence of South Lake Union as a re-imagined urban area. In the early 2000s, the University of Washington established another medical and bioscience campus in South Lake Union at the urging of Vulcan Real Estate. Life science and health care firms located there soon after. Then, in 2010, Amazon’s global headquarters moved to South Lake Union.³⁵ The transformation has been remarkable, and today’s South Lake Union is a bustling hub of companies, restaurants and parks—all of which are readily accessible to public transit.³⁶ Even today, multiple cranes dot the Seattle skyline as new developments continue to emerge in South Lake Union and surrounding areas.

C. “Urbanized Science Park” Model

Urbanized science parks are in (1) suburban and exurban areas that are (2) urbanizing. North Carolina’s Research Triangle Park (“RTP”), University Research Park at the University of Wisconsin-Madison, the University of Virginia Research Park in Charlottesville, and the University of Arizona Tech Park in Tucson exemplify this model.³⁷

RTP showcases all the elements of the “urbanized science park.” Originally, RTP was designed “to ensure seclusion, isolation, and the protection of intellectual property.”³⁸ A new fifty-year master plan was announced by RTP in November 2012 to urbanize RTP, including adding multi-family housing units, retail, and possibly light rail transit.³⁹

³² The transformation includes access to transit, availability of buildings and closeness to downtowns in high rent cities. See KATZ & WAGNER, INNOVATION DISTRICTS (FULL REPORT), *supra* note 4, at 3.

³³ See *id.*

³⁴ See *id.*

³⁵ See Eric Engleman, *Amazon Starts Moving Into New Seattle Headquarters Campus*, PUGET SOUND BUS. J. (Apr. 6, 2010, 10:18 AM), http://www.bizjournals.com/seattle/blog/techflash/2010/04/amazon_starts_moving_into_new_seattle_hq_campus.html.

³⁶ See, e.g., *South Lake Union*, DOWNTOWN SEATTLE ASS’N, <http://www.downtownseattle.com/neighborhoods/south-lake-union/> (last visited May 19, 2015).

³⁷ See KATZ & WAGNER, INNOVATION DISTRICTS (FULL REPORT), *supra* note 4, at 3.

³⁸ *Id.* at 17.

³⁹ See *id.* at 3, 17.

D. A Case Study: The University District in Seattle

The University District (the “U District”) in Seattle is developing the elements to be an anchor plus model.⁴⁰ It is anchored by the University of Washington (“UW”), one of the preeminent public universities in the United States and the world.⁴¹ Although located five miles from downtown Seattle, research institutions such as the Seattle Children’s Hospital and Fred Hutchinson Cancer Research Center are easily accessible from the U District. Currently, there is brisk development on the residential and retail front, which meets the mixed-use development requirement.

From an economic asset perspective, the U District has strengths in a subset of industries due to its proximity to UW and nationally recognized scholars in each of its schools. Additionally, the U District has a burgeoning entrepreneurial community, especially with UW’s emphasis on developing its technology transfer arm, UW CoMotion (“CoMotion”), formerly the UW Center for Commercialization (or “C4C”). This focus on CoMotion under the leadership of former UW President Michael Young, led to a record eighteen spin-outs which propelled UW to the top three universities in terms of spin-outs originating from a university.⁴² Following on the heels of that accomplishment, the CoMotion Incubator (formerly the New Ventures Facility), was named the emerging incubator of the year.⁴³ CoMotion partners with legal counsel and patent attorneys to identify the value of project concepts moving forward. Together with entrepreneurs in residence with strong ties to the venture capital community, the UW has created a very robust infrastructure for innovation cultivators. Lastly, neighborhood-building amenities, such as restaurants and coffee shops, abound in the U District.

The U District not only has economic assets, it also has physical

⁴⁰ See John Cook, *Welcome to Washington: The Most Innovative State in the U.S.*, GEEKWIRE (Dec. 19, 2013, 8:55 AM), http://www.geekwire.com/2013/washington-innovative-state-america/?utm_source=feedburner&utm_medium=feed&utm_campaign=Feed%3A+geekwire+%28GeekWire%29 [hereinafter Cook, *Welcome to Washington*]; John Cook, *Here’s Just How Darn Important the Tech Industry Is to Washington State*, GeekWire (May 19, 2014, 1:08 PM), <http://www.geekwire.com/2014/charts-heres-just-darn-important-tech-industry-washington-state/>.

⁴¹ The UW ranked No. 15 on the 2015 Academic Ranking of World Universities. It also “ranked 13th among U.S. universities and fourth among public institutions worldwide.” Victor Balta, *UW Holds Steady at No. 15 in the World*, UW TODAY (Aug. 17, 2015), <http://www.washington.edu/news/2015/08/17/uw-holds-steady-at-no-15-in-world-university-ranking/>.

⁴² See Emily Parkhurst, *After Spinning Out Record Number of Startups, UW C4C Named ‘Emerging Incubator of the Year’*, PUGET SOUND BUS. J. (July 8, 2014, 1:43 PM), www.bizjournals.com/seattle/blog/techflash/2014/07/after-spinning-out-record-number-of-startupsuw-c4c.html.

⁴³ See *id.*

assets. For example, there are well-travelled streets (such as University Way, nicknamed the “Ave”) and plazas, such as Red Square and privately-owned buildings. A light rail is currently being built, and significant investment has been made to develop bike and pedestrian paths—all of which contribute to knit the U District together. UW, along with startup leaders in the community, has also created a space dubbed “Startup Hall” in the old law school building, Condon Hall, with the hope of attracting startups to the U District and becoming a hub of entrepreneurial activity.⁴⁴ TechStars,⁴⁵ Founder’s Co-op,⁴⁶ and UP Global⁴⁷ (formerly Startup Weekend) have partnered with UW in this endeavor and now occupy space in what was formerly Condon Hall.⁴⁸

Lastly, networking assets are prevalent given the number of schools within UW. There are concerted efforts underway to engage in more cross-disciplinary initiatives both within the Law School and throughout UW generally.⁴⁹

Against this backdrop, Washington as a whole is doing well. In 2013, Bloomberg ranked Washington as the most innovative state in the United States,⁵⁰ with technology enterprises making up twenty-one percent of Washington’s public companies.⁵¹ As of early 2015, technology-based industries in Washington employ over 238,900 people.⁵²

Brisk development continues along the South Lake Union waterfront with many more multifamily units under construction or planned

⁴⁴ John Cook, *Startup Hall: University of Washington Looks to Transform Old Law School into Magnet for Startups*, GEEKWIRE (Dec. 17, 2013, 10:41 AM), <http://www.geekwire.com/2013/startup-university-washington-transform-condon-hall-magnet-startups/>.

⁴⁵ TechStars is a tech incubator. See TECHSTARS, <http://www.techstars.com/> (last visited May 21, 2015).

⁴⁶ See discussion on Founder’s Co-op *infra* note 76.

⁴⁷ UP Global is a “non-profit dedicated to fostering entrepreneurship, grassroots leadership and strong communities.” About, UP GLOBAL, <http://www.up.co/about> (last visited May 21, 2015).

⁴⁸ See Benjamin Romano, *Seattle Roundup: Founders’ Co-Op New Fund; Allen Grant; Munchery & More*, XCONOMY (Apr. 11, 2014), <http://www.xconomy.com/seattle/2014/04/11/seattle-roundup-founders-co-op-new-fund-allen-grant-munchery-more/>.

⁴⁹ For example, the position of Assistant Dean of Law, Business & Technology Initiatives was created to bring the disciplines of business law and intellectual property law together in a more cohesive way within the UW.

⁵⁰ See Dina Bass, *Microsoft, Amazon Propel Washington to Most Innovative State*, Bloomberg (Dec. 13, 2013, 9:01 PM), <http://www.bloomberg.com/news/2013-12-19/microsoft-amazon-propel-washington-to-most-innovative-state.html>.

⁵¹ See *id.*

⁵² See Emily Parkhurst, *Washington State’s \$600 Billion IT Industry: Study Shows Tech Jobs Drive Economic Growth*, PUGET SOUND BUS. J. (Apr. 26, 2015, 1:45 PM), http://www.bizjournals.com/seattle/morning_call/2015/03/washington-states-600-billion-it-industry-study.html.

in the future.⁵³ More than 1,600 new residential units (apartments and condominiums) are projected near the waterfront.⁵⁴

II. INNOVATION CULTIVATORS: THE ROLES OF TECHNOLOGY TRANSFER OFFICES AND TRANSACTIONAL LAW CLINICS

This section of the article focuses on the work undertaken in the entrepreneurial space—where new and potentially disruptive technologies (e.g., Google and Twitter) are born—and the nascent nature of transactional law clinics working with technology transfer offices, which are the technology transfer arms of universities that typically commercialize faculty research.

A. Defining Technology Transfer

But first, what is technology transfer and what does it do? Technology transfer is defined as the process of facilitating the translation of research from a laboratory into a product or service that will benefit society. “The process typically includes:

- Identifying new technologies
- Protecting technologies through patents and copyrights
- Forming development and commercialization strategies such as marketing and licensing to existing private sector companies or creating new startup companies based on the technology”⁵⁵
- “Evaluat[ing] disclosures of new innovations
- Establish[ing] and consolidat[ing] rights
- Assess[ing] options for IP protection
- Determin[ing] value of such protection
- Seek[ing] commercial partners
- Navigat[ing] complex state and federal laws governing transactions to negotiate agreements (licenses, options, etc.)
- Manag[ing] relationships”⁵⁶

The public ultimately benefits from the new technology and the jobs created by new industries that a particular innovation could spur. As of June 1, 2015, there are 125 U.S. universities with law

⁵³ See Marc Stiles, *Developers Move Forward Along Seattle's Waterfront*, PUGET SOUND BUS. J. (July 28, 2014, 4:45 PM), <http://www.bizjournals.com/seattle/news/2014/07/28/developers-move-forward-along-seattle-s-waterfront.html>.

⁵⁴ See *id.*

⁵⁵ About Technology Transfer, ASS'N UNIV. TECH MGRS., http://www.autm.net/Tech_Transfer/12773.htm (last visited May 29, 2015).

⁵⁶ Lisa Norton, Presentation: U.S. Patent Licensing & Technology Transfer, Center for the Advanced Study and Research of Intellectual Property Summer Institute (July 30, 2014).

schools and technology transfer offices.⁵⁷ As research universities begin to value commercialization as a top priority and successfully bring innovations into the market, allocate resources to accelerators, create the infrastructure to support spin-offs, and develop nearby land; there is a tremendous “growth opportunity for these universities and the areas surrounding them.”⁵⁸ A number of spin-outs have originated from universities.⁵⁹ Innovations such as insulin, the hepatitis B vaccine, rocket fuel, ultrasound, the pacemaker, seatbelt, CAT scan, cochlear implant, Google, and cancer immunotherapy, to name a few, all originated from universities.⁶⁰

B. Case Study: UW CoMotion

One example of a successful innovation cultivator is CoMotion. Over the last six years, UW added resources to promote spin-outs originating from the innovations of UW faculty and researchers through CoMotion. When former UW President Michael Young took office in 2011, he challenged the university to double the number of spin-outs in three years;⁶¹ it accomplished this bold goal in two.⁶²

Since then, CoMotion, the technology transfer arm of the university, had seventeen spin-outs in fiscal year 2013 and eighteen spin-outs

⁵⁷ This information is based on a directory of U.S. university technology transfer offices in a January 2012 paper by Terry Chase Hazell, Incubation, Acceleration and Technology Transfer: A Webliography (Sept. 1, 2013), available at https://www.mindmeister.com/generic_files/get_file/7171017?filetype=attachment_file. This paper lists 209 universities in its “comprehensive” list of tech transfer offices. It was then compared against the list of the 205 ABA-approved law schools found on the ABA website. The resulting list from that research was 129 U.S. universities with both tech transfer offices and law schools. Next, a search was done in the member directory of the Association of University Technology Managers (“AUTM”). *AUTM Members*, ASS’N UNIV. TECH. MGRS., <http://www.autm.net/Members.htm> (last visited June 1, 2015). In the final number, universities with multiple campuses (Rutgers University, Pennsylvania State University, and Indiana University) were only counted once, while universities (e.g., University of Missouri) with different schools that had their own tech transfer offices were counted individually.

⁵⁸ KATZ & WAGNER, INNOVATION DISTRICTS (FULL REPORT), *supra* note 4, at 10.

⁵⁹ See *University Startups Map*, RESEARCH COMMERCIALIZATION & SBIR CTR., http://center.ncet2.org/index.php?option=com_general&view=gmap&Itemid=83 (last visited May 29, 2015). Of the 8,500 start-ups reported to the AUTM Survey, the start-up data on approximately a third of them are available on an interactive map which is continuously updated. There are nearly 3,000 start-ups listed.

⁶⁰ See *AUTM’s 40th Anniversary*, ASS’N UNIV. TECH. MGRS., <http://www.autm.net/Content/NavigationMenu/About/TechTransfer/AUTM40thAnniversary/default.htm> (last visited May 29, 2015).

⁶¹ See John Cook, *Newsmakers 2012: UW President Michael Young Shines a Light on Startups*, GEEKWIRE (Nov. 28, 2012, 10:00 AM), <http://www.geekwire.com/2012/newsmakers-2012-uw-president-michael-young-shines-light-startups/>.

⁶² See Benjamin Romano, *Roundup: UW Spinouts; Funding for Illumagear, Alpentel Tech & More*, XCONOMY (July 17, 2013), <http://www.xconomy.com/seattle/2013/07/17/roundup-uw-spinouts-funding-for-illumagear-alpentel-tech-more/>.

in fiscal year 2014.⁶³ The eighteen spin-outs represented a broad array of industry sectors.⁶⁴ UW also ranks first in the amount of federal research funds awarded to public universities⁶⁵ and in the number of licenses signed.⁶⁶ It has also doubled the number of patents that it files.⁶⁷ Governor Jay Inslee noted: “You can’t understate the kind of jobs that are coming out of this center. These are the jobs that pay probably twice the average of beginning jobs in the state of Washington. These are the jobs that leaders around the world will die for.”⁶⁸

CoMotion’s commercialization efforts are also greatly strengthened by the presence of seed and early stage venture funds in the Washington State innovation ecosystem. For example, the W Fund is a venture fund providing funding to early stage companies in Washington State.⁶⁹ It invests in a variety of technology sectors⁷⁰ and emphasizes companies: (1) spinning out of Washington-based universities, such as the UW and Washington State University, and research organizations within Washington, like the Fred Hutchinson Cancer Research Center or Seattle Biomed, (2) “intellectual property developed through funded research programs, or (3) having a strong nexus to students and/or faculty from Washington State research institutions.”⁷¹ In a round of \$1 million or more, the W Fund will invest up to \$500,000.⁷² AnswerDash (formerly Qazzow),⁷³ a spin-off from the

⁶³ See Clare LaFond, *University of Washington Launches Record 18 Start-Ups in FY14*, UNIV. WASH. CTR. COMMERCIALIZATION (June 28, 2014), [http://depts.washington.edu/uwc4c/news-events/uw-launches-record-18-start-ups-in-fy14/](http://depts.washington.edu/uwc4c/news-events/uw-launches-record-18-start-ups-in-fy14/#sthash.F1VMuZ8d.dpufhttp://depts.washington.edu/uwc4c/news-events/uw-launches-record-18-start-ups-in-fy14/).

⁶⁴ See *id.* “This year’s spin-outs span a broad range of industry sectors—from medical devices and therapeutics to software and clean technology—all benefitting from UW Center for Commercialization (C4C) support.” *Id.*

⁶⁵ See *About CoMotion*, UNIV. WASH. CoMOTION, <http://comotion.uw.edu/about/about-us> (last visited May 29, 2015).

⁶⁶ See LaFond, *supra* note 63.

⁶⁷ See *id.*

⁶⁸ Rachel Lerman, *Laser Cameras, Robots and Deli Meat Measures: 5 UW Startups to Watch This Year*, PUGET SOUND BUS. J. (July 29, 2014), <http://www.bizjournals.com/seattle/blog/techflash/2014/07/laser-cameras-robots-and-deli-meat-measures-5-uw.html> (quoting the Governor’s remarks made on July 29, 2014 at a CoMotion event).

⁶⁹ See *About The Fund*, W FUND, <http://thewfund.com/about/> (last visited May 29, 2015).

⁷⁰ “The W Fund invests in a range of technology sectors including life sciences, software, IT, engineering, and clean tech. . . .” *Investment Philosophy*, W FUND, <http://thewfund.com/about/investment-philosophy/> (last visited May 29, 2015).

⁷¹ *Id.*

⁷² See *id.*

⁷³ AnswerDash’s service “improves the consumer experience with websites and web applications” by better capturing and answering questions they may have using businesses’ websites on desktops or mobile platforms. Clare LaFond, *UW Spin Out Qazzow Receives Seed Investment from W Fund*, UNIV. WASH. CTR. COMMERCIALIZATION (Nov. 5, 2013), <http://depts.washington.edu/uwc4c/news-events/uw-spin-out-qazzow-receives-seed-investment-from-w-fund/#sthash.OF7y6B4R.dpuf>.

UW's Information School, received \$500,000 from the W Fund in November 2013.⁷⁴ In December 2013, WRF and The Voyager Fund led their Series A financing round of \$2.4 million; the W Fund and angel investor, Geoff Entress, also participated in the round.⁷⁵

Other sources of early stage funding include Founders' Co-op, a seed stage investment fund;⁷⁶ Madrona Venture Group, a venture capital firm that makes seed and early stage investments in technology companies primarily in the Pacific Northwest;⁷⁷ and Accelerator Corp., a life science investment firm headquartered in Seattle's Eastlake neighborhood,⁷⁸ which recently announced that it had raised a \$51 million fund and will have an office in New York.⁷⁹

SNUPI Technologies ("SNUPI"), a UW spin-off,⁸⁰ which uses wiring already available in homes to create a wireless sensor network,

⁷⁴ See John Cook, *UW Spin Out Qazzow Scores \$500,000, Helps Customers Get Questions Answered on E-Commerce Sites*, GEEKWIRE (Nov. 5, 2013 7:49 AM), <http://www.geekwire.com/2013/uw-spin-qazzow-scores-500000-customers-questions-answered-ecommerce-sites/>.

⁷⁵ See John Cook, *UW Spin-Out Qazzow Scores \$2.4M to Bolster Customer Service on E-Commerce Sites*, GEEKWIRE (Dec. 16, 2013, 9:09 AM), <http://www.geekwire.com/2013/uw-spinout-qazzow-scores-24/>.

⁷⁶ See Founders' Co-op was founded by Chris DeVore and Andy Sack in 2008. *Team, FOUNDERS' CO-OP*, <http://www.founderscoop.com/#Team-link> (last visited May 29, 2015). They recently raised \$10 million for their third seed stage fund. See Romano, *supra* note 48. The fund will be capped at \$25 million and focuses on investing in early stage Pacific Northwest software companies. *Id.* Founders' Co-op is located at "Startup Hall, a hub for high performance startup activity in the heart of the University District." Chris DeVore, *Tripling Down on Cascadia*, CRASH DEV (Apr. 10, 2014, 5:27 PM), www.crashdev.com/2014_04_01_archive.html. Startup Hall is a partnership among UW, Founders' Co-op and UPGlobal, a nonprofit. *Id.*; see also Romano, *supra* note 48. Super angel Rudy Gadre joined Chris DeVore and Andy Sack as a full investment partner in Founders' Co-op in 2013. John Cook, *Ex-Facebook General Counsel Rudy Gadre Joins Seattle VC Firm Founder's [sic] Co-op*, GEEKWIRE (Dec. 2, 2013, 2:32 PM), <http://www.geekwire.com/2013/facebook-general-counsel-rudy-gadre-joins-seattle-vc-firm-founders-coop/>. Founders' Co-op invests between \$50,000 to \$250,000 in early stage startups. *FAQ, FOUNDERS' CO-OP*, <http://www.founderscoop.com/faq/> (last visited May 29, 2015).

⁷⁷ See *Team, MADRONA VENTURE GROUP*, <http://www.madrona.com/team/> (last visited May 29, 2015).

⁷⁸ The Eastlake neighborhood is in close proximity with the UW.

⁷⁹ See Ben Miller, *Accelerator Corp. Raises \$51M, Will Expand to New York*, PUGET SOUND BUS. J. (July 29, 2014, 4:38 AM), <http://www.bizjournals.com/seattle/blog/techflash/2014/07/accelerator-corp-raises-51m-will-expand-to-new.html>. Returning investors in the new fund, Accelerator Corp.'s fourth, included Alexandria Venture Investments, Arch Venture Partners, and WRF Capital. New investors included Eli Lilly and Company, Harris & Harris Group, Inc., Johnson & Johnson Development Corporation, The Partnership Fund for New York City, and Pfizer Venture Investments. *Id.*

⁸⁰ See John Cook, *Jeremy Jaech's New Home Sensor Startup SNUPI Lands \$1.5M from Madrona, Others*, GEEKWIRE (Dec. 11, 2012, 9:00 AM), <http://www.geekwire.com/2012/jeremy-jaechs-home-sensor-startup-snupi-lands-15m-madrona/>. "Formed with technology from researchers at the University of Washington and Georgia Institute of Technology, SNUPI is utilizing existing power sources in homes in order to help detect potential hazards." *Id.*

highlights the synergy between CoMotion and the innovation ecosystem in Washington State. SNUPI received \$1.5 million in funding from Madrona Venture Group, Radar Partners, and the company's founders; at the time it was Madrona's eleventh investment in a UW spin-off.⁸¹

So where do transactional law clinics fit into an innovation district? Like technology transfer offices, in the context of the anchor plus model, transactional law clinics fall into the category of innovation cultivators under economic assets. In other words, this means that a clinic can help entrepreneurs innovate by providing the legal framework to: (1) structure the entrepreneurial enterprise; and (2) protect the intellectual property that is developed.

The evolution of transactional law clinics make them uniquely suited to assist in the innovation ecosystems developing in innovation districts. Transactional law clinics came to the clinical scene late.⁸² The earliest ones focused on community economic development law and housing.⁸³ As the number of transactional law clinics grew, however, there was a marked shift in the focus of transactional law clinics from its social justice roots to "entrepreneurship, innovation, and creativity, and the associated legal needs of entrepreneurs and small businesses."⁸⁴ Currently, there are 212 transactional law clinics.⁸⁵ Based on a review of these clinic's websites, five of those clinics appear to work with their technology transfer offices.⁸⁶

⁸¹ See Brier Dudley, *UW Sensor Spinoff SNUPI Takes Flight*, THE SEATTLE TIMES (Dec. 11, 2012, 9:00 AM), http://seattletimes.com/html/technologybrierdudleysblog/2019881582_post_61.html.

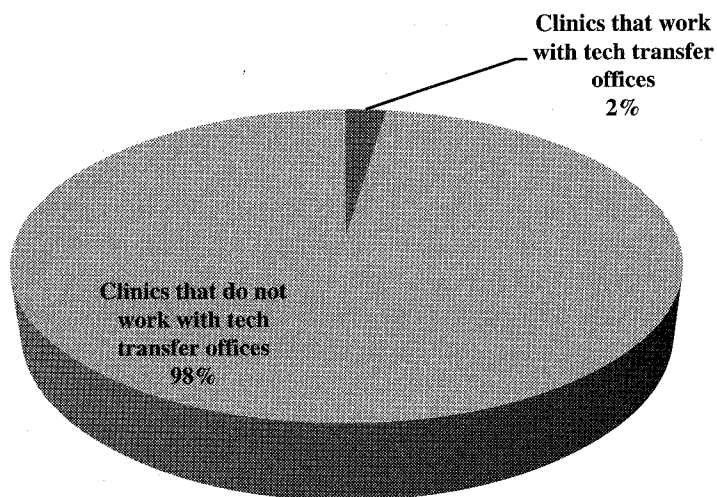
⁸² For an overview of the history of the clinical education movement, see Margaret Martin Barry, Jon C. Dubin, & Peter A. Joy, *Clinical Education for this Millennium: The Third Wave*, 7 CLINICAL L. REV. 1 (2000).

⁸³ See Susan R. Jones, *Small Business and Community Economic Development: Transactional Lawyering for Social Change and Economic Justice*, 4 CLINICAL L. REV. 195, 202-208 (1997); see also Praveen Kosuri, "Impact" in 3D – Maximizing Impact Through Transactional Clinics, 18 CLINICAL L. REV. 1, 8 (2011) (stating that "[i]t is important to note the distinct history and evolution of CED clinics from the proliferation of transactional clinics that has occurred in the 21st century. Not only were CED clinics directly derived from the social justice clinics of the 1970s, but their paradigm for lawyering was derived directly from the communities they served Though CED lawyers often represent clients in transactions, they are not transactional lawyers—CED lawyers' focus is on communities and community desires. Transactional lawyers, on the other hand, are focused on deals.").

⁸⁴ Susan R. Jones and Jacqueline Lainez, *Enriching the Law School Curriculum: The Rise of Transactional Legal Clinics in U.S. Law Schools*, 43 WASH. U. J.L. & POL'Y 85, 87 (2013).

⁸⁵ The number is based on a search of the websites of each ABA accredited law school. The search was completed on June 1, 2015.

⁸⁶ The actual number may be higher, however, since information on a school website may be outdated. Please note that some schools have more than one clinic at their school that works with their technology transfer offices.



B. Case Study: The UW Entrepreneurial Law Clinic ("ELC")

The success of any collaboration between a technology transfer office and a transactional law clinic depends on the following factors: (1) the personnel involved; (2) how the different organizations participating in the collaboration are structured; and (3) the scope of work related to potential spin-outs.

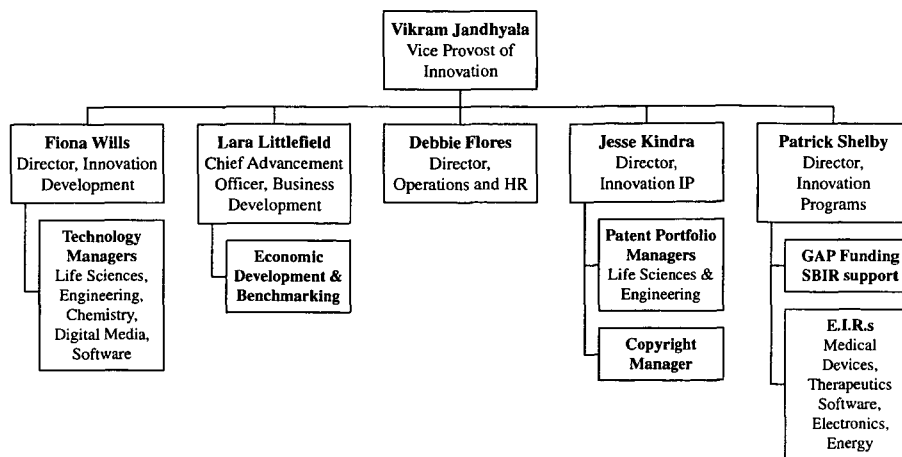
1. Personnel Involved

It is imperative to have a consistent point of contact in each organization. In the case of the ELC, the Faculty Director works closely with the Director of Innovation IP at CoMotion to ensure that any legal work the clinic undertakes on behalf of CoMotion provides not only a good educational opportunity, but brings added value to the services that CoMotion already provides. The legal work of CoMotion revolves primarily around patent law, and includes some copyright and trademark. Given the volume of potential spin-outs CoMotion handles, the ELC may help with patent analyses.⁸⁷ Typically, the ELC provides corporate and non-patent-related legal analyses. The scope of the ELC's role is discussed in greater detail below.

2. Structures of Collaborators

CoMotion has sixty people in its office. It has a robust organizational structure that is depicted below:

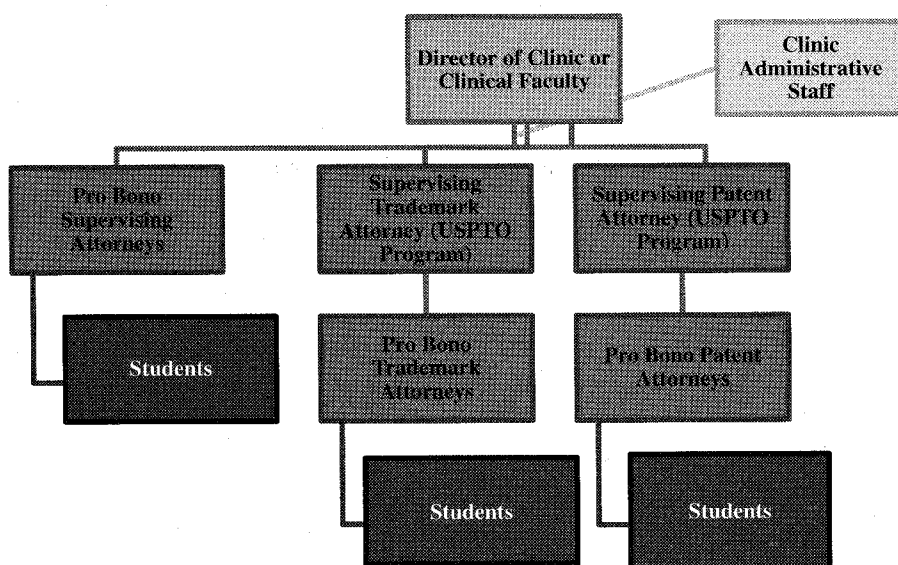
⁸⁷ CoMotion has a pipeline of potential spin-offs it works with. It may be years before the innovation is spun out from the university.



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The ELC is structured as follows:

⁸⁸ See Email from Jasbir (Jesse) Kindra, Dir. of Innovation IP, Univ. Wash. CoMotion, to author (Aug. 31, 2015, 2:47 PM) (on file with author) (describing CoMotion's mission and updated structure). According to Professor Vikram Jandhyala, CoMotion is "expanding beyond [intellectual property] and startups and licensing to include supporting the growing innovation ecosystem of the greater Seattle and Puget Sound region." *Id.*; Benjamin Romano, *UW Rebrands Commercialization Office CoMotion, Sets Broader Mission*, XCONOMY (Jan. 22, 2015), <http://www.xconomy.com/national/2015/01/22/us-rebrands-commercialization-office-comotion-sets-broader-mission/>. Professor Jandhyala's role is to integrate CoMotion into the educational mission of the UW and maintain CoMotion's existing services. See Jasbir (Jesse) Kindra, Presentation: Introduction to Technology Transfer to the University of Washington School of Law ELC Class (Nov. 8, 2014) (materials on file with author). Mr. Kindra's presentation originally had Linden Rhoads listed as Vice Provost. Professor Jandhyala has since succeeded Ms. Rhoads as Vice Provost. He is now the Vice Provost of Innovation (Ms. Rhoads was formerly the Vice Provost of Commercialization—she is now Special Assistant to Professor Jandhyala as well as General Manager of the W Fund). The full title of the Copyright Manager is the Copyright and Trademark Manager.



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It typically has between eighteen and twenty-two students in any given year.⁹⁰ The students are expected to participate in the clinic for the entire academic year.

The ELC's primary points of contact at CoMotion are the Director of Innovation IP and the Copyright & Trademark Manager. Any work that the clinic undertakes originates from the Technology Managers in the Technology Licensing group.

3. *Scope of Work*

CoMotion and the ELC have worked together in a few different ways:

- (1) draft comprehensive business and legal audit memo addressed to the Technology Manager on the innovation brought by a faculty researcher ("Model 1");
- (2) organize consult for potential startup with pro bono supervising attorneys running the meeting ("Model 2"); and
- (3) draft a checklist and/or short 3-5 page memo highlighting select legal issues ("Model 3").

⁸⁹ Jennifer S. Fan, *Institutionalizing the USPTO Law School Clinic Certification Program for Transactional Law Clinics*, 19 LEWIS & CLARK L. REV. 351 (2015), available at <http://ssrn.com/abstract=2608245>.

⁹⁰ The students include those seeking their J.D., IP LL.M., Tax LL.M., MBA, and M.S. in Electrical Engineering degrees; the J.D. students have historically been third year law students and the MBAs have been in the second year of their program.

In all models, there is an initial meeting of all parties, including the Technology Manager, the potential startup, the ELC student(s) and supervising attorney(s). The Technology Manager provides an overview of the innovation and parties involved. Then, the Technology Manager outlines the legal issues as best she can in light of the information provided to her by faculty researchers.

a. Model 1

At the beginning of its collaboration with CoMotion, the ELC drafted comprehensive business and legal audit memos about the potential spin-out. The end work product was a 20-30 page document that took an entire quarter to draft. Issues analyzed included choice of entity, equity allocation, classification of a person as employee versus independent contractor, trademark, copyright, trade secret, patents, various tax concerns, and business issues. The introduction and outline of such a memo would take on the following form:

This memorandum summarizes our findings and recommendations regarding the legal and business issues that currently face your business, [name of company]. We have discussed many of these issues with you, but this memo puts all of our recommendations in one place. The quality and timeliness of these findings and recommendations are dependent on the information that we have received from you at our initial meeting and in subsequent communications. If any information is incorrect or incomplete, our findings and recommendations may change. After beginning with an Executive Summary, our recommendations are provided as they related to three legal areas—corporate, intellectual property, and tax—and then general business considerations. We conclude with a summary of the next steps we recommend you take. We are confident that by taking the steps outlined in this memo you will be better protected from the risks of doing business and better prepared to grow your business.

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- II. SUMMARY OF RECOMMENDATIONS
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- VI. INTELLECTUAL PROPERTY ANALYSIS
 - A. TRADEMARK
 - B. COPYRIGHT
 - C. TRADE SECRETS

D. PATENT

VII. BUSINESS ANALYSIS⁹¹

b. Model 2

In an effort to get more “real-time” advice, the clinic created a new structure whereby a pro bono attorney would do a thirty to sixty minute consult with the potential spin-out. Before the meeting occurred, the law student would conduct an initial meeting with the Technology Manager and/or faculty researchers to obtain the details on the potential spin-out. The student would prepare a short write-up summarizing the people involved in the potential spin-out, the technology, the legal work to date, the goals of the founders, and their legal needs in advance of the meeting.

While the two to three pages of background were helpful to the pro bono attorneys, often times questions during the actual meeting would deviate from what was originally presented. There might be more basic questions regarding board formation, finding an accountant, and setting up bank accounts. Questions regarding visa issues for non-U.S. citizens could come up as well. Students did not have the depth of experience to answer these questions immediately as a seasoned practitioner would. Ultimately, while the consults provided some legal context for the potential spin-out, it did not provide students with as much substantive work as Models 1 or 3. It did, however, give them insight into the type of legal knowledge that would be expected of them once they had practiced for a number of years.

c. Model 3

The most recent model used by the ELC is one that lies somewhere between an audit memo and consult. Model 3, the “checklist model,” includes a high level summary of relevant legal issues as well as links to appropriate resources, such as the Washington Secretary of State. An outline of such an analysis follows:

This checklist provides information about legal issues [Name of Company] may face. The quality and timeliness of this checklist is dependent on the information received at the initial meeting and in subsequent communications. If any information is incorrect or incomplete, the information provided in the checklist may change. The checklist discusses areas that [Name of Company] should consider when starting the business.

I. Executive Summary

⁹¹ University of Washington School of Law Entrepreneurial Law Clinic, ELC Handbook app. E (Nov. 2014) (unpublished manual) (on file with author) [hereinafter ELC Handbook].

- II. Summary of Information
- III. Forming a Legal Entity
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 - A. Determine How to Structure Employee and Consulting Relationships
 - 1. Employees
 - 2. Independent Contractors
 - B. Compensate Those Who Have Already Performed Work for the Company
- V. Other Considerations

So far, the ELC has received positive reviews from the Technology Managers regarding the implementation of Model 3. The audit memos provided more information than the faculty researchers were interested in and could sometimes be overwhelming. The checklist, in contrast, provides a high level overview with sufficient information for the potential spin-outs to make a decision about next steps from a legal perspective. This helps the ELC play a valuable role as an innovation cultivator, as the ELC not only provides educational opportunities for students, but also plays an important role in the innovation ecosystem by providing the initial legal framework for the innovation. Jesse Kindra, Director of Innovation IP at CoMotion, concurs: "Legal issues can be daunting for potential spin-outs. The ELC helps both

the faculty researchers and ELC students gain a better understanding of the underlying legal issues. The ELC experience also illustrates the impact and nuances of the legal questions that arise in the spin-out context.”⁹²

III. IDENTIFYING CHALLENGES OF WORKING WITH A TECHNOLOGY TRANSFER OFFICE

There are numerous challenges associated with running a program with the technology transfer office of a university, many of which revolve around the student component. First and foremost, putting the right team in place is analogous to putting together a complicated jigsaw puzzle. The transactional law clinic needs to address the legal needs discussed, ensure the availability of students and supervising attorneys, and meet any time constraints.

Second, selecting a meeting time with the number of schedules to accommodate always proves challenging. For example, ELC students must look at the schedules of faculty researchers, Technology Managers, a designated Patent Portfolio Manager in the IP Management group, supervising attorneys for the students and the schedules of students themselves to coordinate an initial meeting.⁹³ In many instances, meetings are held in person on campus (typically at CoMotion’s offices or the UW School of Law’s clinic space).

Third, students are often apprehensive about running a meeting, especially when the faculty researchers associated with potential spin-outs are more sophisticated and may have worked with attorneys before.⁹⁴

Fourth, learning about a new innovation can be challenging for students. It is not uncommon for faculty researchers to speak in shorthand much like attorneys and doctors do when speaking to colleagues.

Fifth, students tend to default to email as the most expedient mode of communication. This may be problematic if, for example, they had a host of questions about the innovation at issue and instead of talking to the Technology Manager he or she emailed all the questions. Another common occurrence is that students may include unintended recipients on email strings or “reply all” when the email should only be sent to the sender.

⁹² Email from Jasbir (Jesse) Kindra, Dir. of Innovation IP, Univ. Wash. CoMotion, to author (Aug. 22, 2014, 4:35 PM) (on file with author).

⁹³ Students find the scheduling process cumbersome and often believe it is not a good use of their time. The author would argue that it is an important process for them to understand and that it teaches them how to communicate effectively and efficiently with any future clients. Also, in a non-large law firm environment, students may not have assistants who can help them with this process.

⁹⁴ This is probably the concern that is voiced most often by the author’s students.

Sixth, if a transactional law clinic works with pro bono attorneys, it must balance the needs of the technology transfer office and students against the attorneys' expectations.

IV. STRATEGIES TO OVERCOME CHALLENGES

Given the number of people involved in a client team, the director of the transactional law clinic must set aside days if not weeks for the process of organizing the teams. It is crucial that ample time is dedicated to this task. It is also helpful if the liaison at the technology transfer office can vet the team in advance. Additionally, the clinic director needs to take into account students' current assignments and assess each student's capability to take on more complex legal work.

With respect to setting up meetings in an efficient manner, students can use resources such as Google Docs or a Doodle poll to set up a meeting time. They must also be flexible with their own time to accommodate the schedules of others, as they would in a firm setting.

In order to run a productive meeting, students must be taught how to draft an agenda and redirect those involved in the meeting if they veer off topic. Having in-person meetings forges stronger connections among the faculty researchers, CoMotion, the supervising attorneys, and the students. For students, it is a singular opportunity to hone their ability to build rapport and run a meeting.

Learning about a new innovation is one of the most exciting aspects of working on projects with the technology transfer offices. Students should be encouraged to read the relevant newspapers, magazines, and blogs to better understand the innovation and its place within the innovation ecosystem.

As with any endeavor, more than one mode of communication may be appropriate. Simply relying on email is not a good way to communicate and must be noted at the outset. Students need to be instructed that a simple phone call could resolve an issue more quickly than multiple emails. Also, emphasizing attention to detail is important so that emails are not inadvertently sent to those who should not receive them.

Lastly, the clinic should carefully tailor the scope of its work so it provides a valuable service that does not encroach upon potential paying work for attorneys in the community.

V. CONCLUSION

Innovation districts offer a unique opportunity for transactional law clinics to become part of the innovation ecosystem. If there is a technology transfer connection, the possibility to create more learning opportunities for students while contributing to the build-out of an

innovation district is tremendous. Working with a technology transfer office may lead to more interdisciplinary and cross-school/center initiatives as well.⁹⁵ In one particular project, the law school may work with faculty researchers from not one but two or three schools, depending on the innovation.⁹⁶

In order to ensure a fruitful relationship with a technology transfer office and transactional law clinic within the context of an innovation district, open and constant communication between both parties is crucial. Knowing *who* to update on *what* is critical. The transactional law clinic also needs to determine at the outset what the appropriate mix and number of corporate, IP, and tax students will be to best meet the needs of the technology transfer office.

Incorporating work with technology transfer offices within transactional law clinics also fits into the third wave of clinical education. Demand for transactional law clinics remains high and many openings for legal training positions are for transactional clinical faculty. Since most clinics are litigation-oriented, having a breadth of transactional experiences also allows the next generation of law students to hone their skills and become more practice-ready. This experience, in turn, gives students a chance to increase their job prospects. Ultimately, the collaboration of clinics with technology transfer offices within innovation districts is beneficial for everyone involved.

⁹⁵ As an example, the ELC is currently working with CoMotion to determine how the UW can better integrate law and innovation throughout the curriculum of all schools and departments within the university.

⁹⁶ In one instance, the ELC worked with the UW Applied Physics Laboratory and School of Engineering.